
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 5, 2008

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-7182

13-2740599

(State or Other
Jurisdiction of
Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

4 World Financial Center, New York, New York

10080

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 449-1000

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On December 5, 2008, Merrill Lynch & Co., Inc. (“Merrill Lynch”) issued a press release announcing that Merrill Lynch’s stockholders approved the adoption of the Agreement and Plan of Merger, dated as of September 15, 2008, by and between Merrill Lynch and Bank of America Corporation and two other related proposals. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference in its entirety.

This information furnished under this Item 8.01, including Exhibit 99.1 shall be considered “filed” for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

99.1 Press release, dated December 5, 2008, issued by Merrill Lynch & Co., Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MERRILL LYNCH & CO., INC. (Registrant)

By: /s/ Judith A. Witterschein
Judith A. Witterschein
Vice President and Corporate Secretary

Date: December 5, 2008

EXHIBIT INDEX

Exhibit Number

99.1 Press release, dated December 5, 2008, issued by Merrill Lynch & Co., Inc.

News
Merrill Lynch & Co., Inc.

World Headquarters
4 World Financial Center
New York, New York 10080



Release date: December 5, 2008

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**MERRILL LYNCH STOCKHOLDERS APPROVE TRANSACTION
WITH BANK OF AMERICA**

NEW YORK, December 5, 2008 — Merrill Lynch & Co., Inc. (NYSE: MER) announced that Bank of America's acquisition of Merrill Lynch was approved today at its special stockholders meeting along with two other related proposals. Under the terms of the transaction, which was announced on September 15, 2008, Merrill Lynch stockholders will receive 0.8595 of a share of Bank of America common stock for each share of Merrill Lynch common stock held immediately prior to the merger and Merrill Lynch & Co., Inc. will become a wholly-owned subsidiary of Bank of America Corporation. The acquisition is expected to close by the end of the year, pending the receipt of regulatory approvals and the satisfaction of other customary closing conditions.

"By approving this transaction, Merrill Lynch stockholders expressed confidence that the combination of our firm and Bank of America will create one of the most powerful financial institutions in the world, with unmatched capabilities and service," said, John Thain, chairman and CEO of Merrill Lynch. "This combination will create great value for our stockholders and clients around the world."

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Information about Merrill Lynch

Merrill Lynch is one of the world's leading wealth management, capital markets and advisory companies with offices in 40 countries and territories and total client assets of approximately \$1.5 trillion at September 26, 2008. As an investment bank, it is a leading global trader and underwriter of securities and derivatives across a broad range of asset classes and serves as a strategic advisor to corporations, governments, institutions and individuals worldwide. Merrill Lynch owns approximately half of BlackRock, one of the world's largest publicly traded investment management companies with more than \$1.3 trillion in assets under management at September 30, 2008. For more information on Merrill Lynch, please visit www.ml.com.

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